

THE HON. TIFFANY M. CARTWRIGHT
NOTING DATE: February 18, 2025

**UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT TACOMA**

NICK HARLEY, derivatively on behalf of
ZOOMINFO TECHNOLOGIES INC.,

Plaintiff,

v.

HENRY SCHUCK, CAMERON HYZER,
KEITH ENRIGHT, ASHLEY EVANS,
ALISON GLEESON, MARK MADER,
PATRICK MCCARTER, D. RANDALL
WINN, TODD CROCKETT, and MITESH
DHRUV,

Defendants,

and

ZOOMINFO TECHNOLOGIES INC.,

Nominal Defendant.

Case No. 3:24-cv-05987-TMC

**STIPULATION AND ORDER
CONSOLIDATING RELATED
SHAREHOLDER DERIVATIVE
ACTIONS, APPOINTING CO-
LEAD COUNSEL FOR
PLAINTIFFS, AND APPLYING
THE EXISTING STAY TO THE
CONSOLIDATED ACTION**

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STIPULATION AND ORDER
CONSOLIDATING RELATED SHAREHOLDER
DERIVATIVE ACTIONS, APPOINTING CO-
LEAD COUNSEL FOR PLAINTIFFS, AND
APPLYING THE EXISTING STAY TO THE
CONSOLIDATED ACTION - 1

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JOSHUA STEFFENS, Derivatively on Behalf
of Nominal Defendant ZOOMINFO
TECHNOLOGIES INC.,

Plaintiff,

v.

HENRY SCHUCK, PETER CAMERON
HYZER, KEITH ENRIGHT, ASHLEY
EVANS, ALISON GLEESON, MARK
MADER, PATRICK MCCARTER, D.
RANDALL WINN, TODD CROCKETT, and
MITESH DHRUV,

Defendants,

and

ZOOMINFO TECHNOLOGIES INC.,

Nominal Defendant.

Case No. 3:25-cv-05088-TMC

Plaintiffs Nick Harley (“Plaintiff Harley”) and Joshua Steffens (“Plaintiff Steffens,” and together with Plaintiff Harley, the “Plaintiffs”), Defendants Henry Schuck, Peter Cameron Hyzer (a/k/a Cameron Hyzer), Keith Enright, Ashley Evans, Alison Gleeson, Mark Mader, Patrick McCarter, D. Randall Winn, Todd Crockett, and Mitesh Dhruv (the “Individual Defendants”), and Nominal Defendant ZoomInfo Technologies Inc. (“ZoomInfo,” and together with the Individual Defendants, “Defendants,” and together with the Plaintiffs, the “Parties”), by and through their undersigned counsel of record, jointly submit this stipulation to consolidate the above-captioned actions, to appoint co-lead counsel for plaintiffs in the consolidated action, and to stay the consolidated action on the terms set forth in the Court’s previously-ordered Stay Order (defined below) and in support thereof, state as follows:

STIPULATION AND ORDER
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1 WHEREAS, on December 2, 2024, Plaintiff Harley filed a shareholder derivative action in
 2 this Court on behalf of Nominal Defendant ZoomInfo against the Individual Defendants, asserting
 3 claims for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement,
 4 waste of corporate assets, contribution, and for violations of Sections 14(a), 10(b), and 20(a) of
 5 the Securities Exchange Act of 1934 (the “Exchange Act”) (the “*Harley Action*”) (*Harley Action*,
 6 ECF No. 1);

7 WHEREAS, on December 17, 2024, Defendants accepted service of the complaint in the
 8 *Harley Action* (*Harley Action*, ECF No. 7);

9 WHEREAS, on January 21, 2025, Plaintiff Harley and Defendants filed a Joint Stipulation
 10 and [Proposed] Order to stay the *Harley Action* pending resolution of the motions to dismiss in
 11 the related securities class action captioned *City of Pontiac Police and Fire Retirement System v.*
 12 *ZoomInfo Technologies, et al.*, Case No. 3:24-cv-05739-TMC (the “Related Securities Action”),
 13 which the Court so ordered on January 22, 2025 (*Harley Action*, ECF Nos. 15, 16) (the “Stay
 14 Order”);

15 WHEREAS, on February 4, 2025, Plaintiff Steffens filed a shareholder derivative action
 16 in this Court on behalf of Nominal Defendant ZoomInfo against the Individual Defendants,
 17 asserting claims for breach of fiduciary duty, unjust enrichment, abuse of control, gross
 18 mismanagement, waste of corporate assets, and for violations of Sections 14(a), 10(b), and 20(a)
 19 of the Exchange Act based upon the same facts and circumstances as those underlying the *Harley*
 20 *Action* (the “*Steffens Action*,” and together with the *Harley Action*, the “Related Derivative
 21 *Actions*”) (*Steffens Action*, ECF No. 1);

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 23
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1 WHEREAS, on February 13, 2025, the Court issued an order in the *Steffens* Action (the
 2 “February 13, 2025 Order”) establishing: (1) a Rule 26(f) conference deadline of April 30, 2025;
 3 (2) an initial disclosures deadline of May 7, 2025; and (3) a joint status report and discovery plan
 4 deadline of May 14, 2025 (*Steffens* Action, ECF No. 4);

5 WHEREAS, counsel for the Parties have conferred regarding the Related Derivative
 6 Actions and the appropriate next steps;

7 WHEREAS, the Parties agree that the Related Derivative Actions challenge substantially
 8 similar alleged conduct by the same directors and executive officers of ZoomInfo, involve
 9 substantially similar questions of law and fact, and involve overlapping factual allegations, and
 10 agree that the administration of justice would best be served by consolidating the Related
 11 Derivative Actions;

12 WHEREAS, the parties agree that, pursuant to Rule 42(a) of the Federal Rules of Civil
 13 Procedure, the Related Derivative Actions should be consolidated for all purposes into a single
 14 consolidated action (hereinafter referred to as the “Consolidated Derivative Action”) in order to
 15 avoid duplication of effort and potentially conflicting results, and to conserve party and judicial
 16 resources;

17 WHEREAS, in order to realize the efficiencies made possible by consolidation of the
 18 Related Derivative Actions, Plaintiffs agree that The Brown Law Firm, P.C. and Rigrodsky Law,
 19 P.A.¹ shall be designated as Co-Lead Counsel for plaintiffs in the Consolidated Derivative Action;

20 WHEREAS, without waiving any rights, arguments or defenses, Defendants agree that the
 21

22 ¹ Attached hereto as Exhibits A and B are The Brown Law Firm, P.C. and Rigrodsky Law, P.A.’s
 23 firm resumes, respectively.

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Related Derivative Actions should be consolidated and take no position regarding the appointment of Co-Lead Counsel for plaintiffs.

THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Parties, by their undersigned counsel, subject to approval of the Court, as follows:

1. Defendants accept service of the complaint in the *Steffens* Action to the extent that service has not yet been perfected on any Defendant, provided, however, that the acceptance of service shall not waive any rights, claims, and defenses other than a defense as to the sufficiency of service.

2. The Related Derivative Actions are hereby consolidated for all purposes, including any pre-trial proceedings and trial, into the Consolidated Derivative Action under Case No. 3:24-cv-05987-TMC:

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Harley v. Schuck et al</i>	3:24-cv-05987-TMC	December 2, 2024
<i>Steffens v. Schuck et al</i>	3:25-cv-05088-TMC	February 4, 2025

3. Every pleading filed in the Consolidated Derivative Action, or in any separate action included herein, shall bear the following caption:

**UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE**

IN RE ZOOMINFO TECHNOLOGIES INC.
DERIVATIVE LITIGATION

Case No.: 3:24-cv-05987-TMC

(Consolidated)

This Documents Relates to:
ALL ACTIONS

STIPULATION AND ORDER
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4. All papers filed in connection with the Consolidated Derivative Action shall be maintained in one file under Case No. 3:24-cv-05987-TMC.

5. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Derivative Action shall be:

THE BROWN LAW FIRM, P.C.

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New York, NY 10017
Telephone: (516) 922-5427
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RIGRODSKY LAW, P.A.

Timothy J. MacFall
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6. The Consolidated Derivative Action shall remain stayed pursuant to the terms of the Stay Order (*Harley* Action, ECF No. 16), and all deadlines set forth in the February 13, 2025 Order shall be vacated.

7. Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding any pre-trial procedure, trial, and settlement negotiations, and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

8. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

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9. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representatives of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

10. This Order shall apply to each related shareholder derivative action involving the same or substantially the same allegations, claims, and defendants, and arising out of the same, or substantially the same, transactions or events as the Consolidated Derivative Action, that is subsequently filed in, removed to, reassigned to, or transferred to this Court. If a shareholder derivative action that properly belongs as part of *In re ZoomInfo Technologies Inc. Stockholder Derivative Litigation*, Case No. 3:24-cv-05987-TMC, is hereafter filed in this Court, removed to this Court, reassigned to this Court, or transferred to this Court from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing, removal, reassignment, or transfer of any case that might properly be consolidated as part of *In re ZoomInfo Technologies Inc. Stockholder Derivative Litigation*, Case No. 3:24-cv-05987-TMC, and counsel to the Parties are to assist in assuring that counsel in subsequent actions receive notice of this order. Unless otherwise ordered, the terms of all orders, rulings, and decisions in the Consolidated Derivative Action shall apply to all later shareholder derivative actions involving ZoomInfo filed in this Court, removed to this Court, reassigned to this Court, or transferred to this Court from another court, and such actions shall be consolidated into the Consolidated Derivative Action.

11. All papers and documents previously filed and/or served in the Related Derivative Actions shall be deemed a part of the record in the Consolidated Derivative Action.

12. This Stipulation is without waiver or prejudice to any and all claims, defenses, arguments, motions, or any requests for other relief that would otherwise be available to the Parties in the Related Derivative Actions.

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13. Defendants are not required to answer or otherwise respond to the respective complaints filed in the Consolidated Derivative Action per the terms of the Stay Order. Consistent with the terms of the Stay Order, the Parties shall meet and confer and submit a proposed scheduling order within 14 days of the date that the stay is lifted.

DATED: February 18, 2025

Respectfully submitted,

BADGLEY MULLINS TURNER PLLC

/s/ Duncan C. Turner

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Attorneys for Plaintiff Harley and [Proposed] Co-Lead Counsel for Plaintiffs

-and-

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-and-

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Of Counsel for Plaintiff Steffens

DATED: February 18, 2025

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Hyzer, Keith Enright, Ashley Evans, Alison Gleeson,
Mark Mader, Patrick McCarter, D. Randall Winn,
Todd Crockett, and Mitesh Dhruv*

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ORDER

Based on the stipulation of the signed Parties, and good cause appearing, IT IS HEREBY ORDERED that the Stipulation is approved.

ORDERED this 3rd day of March, 2025.



Tiffany M. Cartwright
United States District Judge

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